



宏華集團  
HONGHUA GROUP

Honghua Group Limited  
宏華集團有限公司

(a company incorporated in the Cayman Islands with limited liability)  
(Stock Code: 196)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING  
TO BE HELD ON WEDNESDAY, 14 JUNE 2017 AT 9:30 a.m.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup>  
of HK\$0.1 each in the share capital of the above-named Company (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 14 June 2017 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below <sup>(Note 4)</sup>.

RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the auditors of the Company (the "Auditors") for the year ended 31 December 2016.		
2.	(i) (a) To re-elect Mr. Zhang Mi as executive Director;	(a)	(a)
	(b) To re-elect Mr. Ren Jie as executive Director;	(b)	(b)
	(c) To re-elect Mr. Qi Daqing as independent non-executive Director;	(c)	(c)
	(d) To re-elect Mr. Chen Yajun as executive Director;	(d)	(d)
	(e) To re-elect Mr. Han Guangrong as non-executive Director;	(e)	(e)
	(f) To re-elect Mr. Chen Wenle as non-executive Director;	(f)	(f)
	(g) To re-elect Ms. Su Mei as independent non-executive Director; and	(g)	(g)
	(ii) To authorize the Board of Directors to fix Directors' remuneration;		
3.	To re-appoint PricewaterhouseCoopers as Auditors for the year ending 31 December 2017 and authorise the Board of Directors to fix their remuneration.		
4.	To give a general mandate to the Directors to buy back the Company's shares not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of this resolution.		
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the number of shares bought back by the Company.		
7.	To adopt the 2017 Share Option Scheme and termination of Existing Share Option Scheme		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2017 Signature <sup>(Note 5)</sup> \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- On a poll every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Branch Share Registrar and Transfer Office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Monday, 12 June 2017 (Hong Kong time)).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Annual General Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's Branch Share Registrar and Transfer Office in Hong Kong, Computershare Hong Kong Investor Services Limited at the above address.